

CT CORPORATION SYSTEM

CORPORATION(S) NAME

LD1DDDDDD0929

Virtual Point Development LLC (FL)

merging: Virtual Point Development LLC (AZ)

400004133934--8  
-05/03/01-01092--011  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

☐ Profit  
☐ Nonprofit

☐ Foreign

☐ Limited Partnership  
☐ LLC

☐ Certified Copy

☐ Amendment

☐ Dissolution/Withdrawal  
☐ Reinstatement

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Photocopies

☒ Merger

☐ Mark

☐ Other  
☐ Change of RA  
☐ UCC  
☐ CUS

NO FILING  
TO AVOID EDGE  
SUFFICIENCY OF FILING

2001 MAY -3 AM 11:23

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

☐ Call When Ready  
☒ Walk In  
☐ Mail Out

☐ Call If Problem  
☐ Will Wait

☐ After 4:30  
☒ Pick Up

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/3/01

Order#: 4251644

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

File Second

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TALLAHASSEE, FLORIDA

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660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VIRTUAL POINT DEVELOPMENT, L.L.C., A NON-QUALIFIED ARIZON  
ENTITY

into

**VIRTUAL POINT DEVELOPMENT LLC**, a Florida entity L01000006929

File date: May 3, 2001

Corporate Specialist: Trevor Brumbley

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Virtual Point Development, L.L.C. 1225 W. MAIN ST 101-256 Mesa AZ 85201	Arizona	LLC
Florida Document/Registration Number: _____	FEI Number: _____	
2. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
3. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Virtual Point Development LLC</u> <u>17226 Panama City Beach Parkway</u> <u>Panama City Beach FL 32413</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>LD1000006929</u>		FEI Number: _____

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)


**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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Virtual Point Development, LLC  
(Arizona)



Perry Magness

Virtual Point Development, LLC  
(Florida)

Q. 10

Perry Magnus

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(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

Virtual Point Development, LLC

Arizona

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

Virtual Point Development, LLC

Florida

**THIRD:** The terms and conditions of the merger are as follows:

At the effective time of the Merger, the separate existence of the Arizona limited liability company shall cease and shall be merged into the Surviving Florida LLC. The laws which are to govern the surviving LLC are the laws of the State of Florida.

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*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

100% of the interests, shares and obligations of the merged party shall be converted to the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

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FLORIDA

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**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Perry Magness  
17226 Panama City Beach Parkway  
Suite 579  
Panama City Beach, Florida 32413

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

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*(Attach additional sheet(s) if necessary)*